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12-18-2020

### **By-Laws & Standing Order Review Committee Meeting - Packet 12/18/2020**

UC Hastings Board of Directors

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UC HASTINGS COLLEGE OF THE LAW

**By-Laws & Standing Order Review Committee**

December 18, 2020

# By-Laws & Standing Order Review Committee

Dec 18, 2020 12:00 PM PST

## Table of Contents

1. Roll Call:.....2

2. Public Comment.....2

3. Discussion of proposed changes to By -Laws and Standing Orders.....2

4. Adjournment.....67

**University of California**  
**Hastings College of the Law**

**BY-LAWS**

**Adopted December 15, 1989**  
**Amended June 15, 2001**  
**Amended March 5, 2004**  
**Amended March 11, 2005**  
**Amended October 4, 2013**  
**Amended December 6, 2013**  
**Amended December 5, 2014**  
**Amended March 2, 2018**  
**Amended \_\_\_\_\_, 2020**

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**BY-LAWS**  
**Table of Contents**

<b>1</b>	<b><u>NAME and PURPOSE</u></b>	
1.1	Name and Purpose .....	1
<b>2</b>	<b><u>SEAL</u></b>	
2.1.	Design .....	2
2.2.	Board Use.....	2
2.3	Commercial Use .....	2
<b>3</b>	<b><u>UNOFFICIAL SEAL</u></b>	
3.1.	Design and Use .....	3
<b>4</b>	<b><u>AUTHORITY</u></b>	
4.1.	Authority .....	4
<b>5</b>	<b><u>COMPOSITION, TERMS AND POWERS</u></b>	
5.1.	Composition .....	5
5.2.	Appointments .....	5
5.3.	<u>Resignation</u> .....	5
5.4.	Terms.....	5
5.5	Powers.....	5
5.6	Determinative Vote .....	6
5.7	Roll Call Vote .....	6
5.8	Suspension of the By-Laws and Standing Orders.....	6
<b>6</b>	<b><u>SPECIAL PROVISIONS, RELATING TO DIRECTORS</u></b>	
6.1.	Compensation of Directors .....	7
6.2.	Gifts, Contracts and Grants .....	7
6.3.	Services on College Committees .....	7
<b>7</b>	<b><u>COMMITTEES OF THE BOARD</u></b>	
7.1.	Executive Committee .....	8
7.2.	Standing Committees .....	8
7.3.	Special Committees.....	9
7.4.	Subcommittees .....	9
7.5	Standing Subcommittees.....	9
7.6.	Ex Officio Members.....	9
<b>8</b>	<b><u>RESPONSIBILITIES OF STANDING COMMITTEES</u></b>	
8.1.	Committee on Educational Policy.....	10

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8.2.	Committee on Finance .....	10
8.3.	Committee on <a href="#">Advancement and Communications</a> .....	12
<b>9</b>	<b><u>RESPONSIBILITIES OF SUBCOMMITTEE ON AUDIT</u></b>	
9.1	Responsibilities of Subcommittee on Audit.....	13
<b>10</b>	<b><u>MEETINGS OF THE BOARD AND COMMITTEES</u></b>	
10.1.	Meetings of the Board.....	15
10.2.	Types of Meetings.....	15
10.3.	Notice of Meetings.....	15
10.4.	Closed Sessions.....	16
10.5.	Agenda and Agenda Materials for Regular Meetings of the Board, Committees, and Subcommittees .....	18
<b>11</b>	<b><u>BOARD AND COMMITTEE PROCEDURES</u></b>	
11.1.	Order of Business of the Board.....	19
11.2.	Attendance of Faculty, Alumni Representatives, and Other Guests.....	19
11.3.	Quorum of the Board .....	19
11.4.	Quorums of Committees .....	19
11.5.	Adjournment When No Quorum.....	20
11.6.	Rules of Procedure .....	20
11.7.	Communications .....	20
11.8.	Appearance Before the Board and Committees .....	20
11.9.	Reconsideration, Repeal, or Rescission .....	21
11.10.	Minutes of Board and Committee Proceedings .....	21
<b>12</b>	<b><u>OFFICERS OF THE BOARD</u></b>	
12.1.	Officers of the Board.....	23
<b>13</b>	<b><u>OFFICERS OF THE COLLEGE</u></b>	
13.1.	Officers of the College.....	24
<b>14</b>	<b><u>DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE BOARD</u></b>	
14.1	Chair.....	25
14.2	Vice-Chair .....	25
<b>15</b>	<b><u>DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE COLLEGE</u></b>	
15.1.	Chancellor and Dean of the College .....	26
15.2.	<a href="#">Provost and</a> Academic Dean .....	27
15.3.	General Counsel.....	27

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Formatted: Header

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15.4. Secretary.....	27
15.5. Chief Financial Officer .....	28
<b>16 DEFENSE AND INDEMNIFICATION OF DIRECTORS <u>AND OFFICERS</u></b>	
16.1 Defense and Indemnification of Directors <u>and Officers</u> in Civil Proceedings .....	30
<b>17 <u>AMENDMENTS</u></b>	
17.1. Procedure .....	32
<b>18 <u>CALIFORNIA GOVERNMENT CLAIMS ACT</u></b>	
18.1 Claims Against the College.....	34
<b><u>19 FISCAL YEAR</u></b>	
19.1 Fiscal Year.....	35

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**BY-LAW 1**  
**NAME AND PURPOSE**

**1.1. Name and Purpose.**

The name of this Board is the Board of Directors of the University of California Hastings College of the Law. The business and affairs of the University of California Hastings College of the Law shall be managed by and under the direction of the Board of Directors of the University of California, Hastings College of the Law, except as may be otherwise provided in the Standing Orders or these By-Laws. It is intended that these By-Laws be consistent with the requirements of applicable accrediting bodies and with applicable laws of the United States and the State of California.

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## BY-LAW 2

### SEAL

#### 2.1. Design.

The seal of the Board of Directors of the University of California, Hastings College of the Law shall be of the following form and design:

#### 2.2. Board Use.

The seal shall be used in connection with the transaction of business of the Board of Directors of the University of California, Hastings College of the Law. The seal may be affixed by the Secretary on any document signed on behalf of the Board pursuant to its directives.

#### 2.3. Commercial Use.

The Chancellor and Dean has the authority to permit the use of the seal for commercial purposes.

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**BY-LAW 3**  
**UNOFFICIAL SEAL**

**3.1. Design and Use.**

A modified design of the corporate seal may be used as a symbol of the University of California, Hastings College of the Law, with the permission of the [Chancellor and Dean](#), for any official purpose or in connection with alumni, student or public projects.

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**BY-LAW 4**  
**AUTHORITY**

**4.1. Authority.**

The authority of this Board derives from the Hastings Trust (California Statutes, 1877-78, Chapter 351); the Constitution of the State of California (Article IX, Section 9); and the Government Code, the Code of Civil Procedure, and Sections 92200-92215 of the Education Code.

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**BY-LAW 5**  
**COMPOSITION, TERMS AND POWERS**

**5.1. Composition.**

The governing Board of the College shall consist of eleven (11) Directors.

**5.2. Appointments.**

Vacancies occurring in the Board, except for the heir or representative of S.C. Hastings, shall be filled upon appointment by the Governor, confirmation by a majority of the membership of the Senate,

**5.3. Resignation**

A Director may resign at any time by giving written notice to the Chair of the Board and the Secretary. The resignation shall be effective at the time specified in such notice, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

**5.4 Terms.**

One of the Directors shall always be an heir or representative of S.C. Hastings. All other Directors shall serve for terms of twelve (12) years.

**5.5. Powers.**

(a) The Directors shall act only at meetings called and held as provided in these By-Laws. They shall be vested with all authority necessary to manage the affairs of the College, subject only to applicable law.

(b) The Directors shall be vested with legal title to, and the management and disposition of, the property of the College and of the property held for its benefit. They shall have the power without restriction to take and hold, either by purchase or gift, testamentary or otherwise, or in any other manner, all real and personal property for the benefit of the College or incidental

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to its conduct; provided, however, that sales of College real property shall be subject to such competitive bidding procedures as may be required by statute. The Board shall also have all the powers necessary or convenient for the effective administration of its trust, including the power to sue and to be sued, to use a seal, and to delegate to its Committees, to the administration, or to the faculty of the College as it may deem wise. The College shall be entirely independent of all political or sectarian influence and kept free therefrom in the appointment of its Board of Directors and in the administration of its affairs.

**5.6. Determinative Vote.**

Except as otherwise specifically provided in these By-Laws, all matters coming before the Board or a Committee thereof at which a quorum is present for determination shall be determined by a majority vote of those present, including the Chair of the Board or of a Committee thereof, as applicable.

**5.7. Roll Call Vote.**

Upon the demand of any Director, a vote by the Board shall be by a call of the roll.

**5.8. Suspension of the By-Laws and Standing Orders.**

Any provision of the By-Laws or Standing Orders may be suspended in connection with the consideration of a matter before the Board by a unanimous vote of those present.

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## BY-LAW 6

### SPECIAL PROVISIONS, RELATING TO DIRECTORS

#### 6.1. Compensation of Directors.

No Director shall receive salary or other compensation for services as a Director. No Director shall be eligible for appointment to any position in connection with the College for which a salary or other compensation is paid. Upon request, a Director may be reimbursed for actual expenses incurred by reason of attendance at any meeting of the Board or a Committee thereof or in the performance of other official business of the College. No Director shall make or participate in making a decision affecting the College in which the Director knows or has reason to know that he or she has or will have a financial interest.

#### 6.2. Gifts, Contracts and Grants.

Except when specifically authorized by the Board, no Director shall make or enter into any contract, commitment, or other undertaking on behalf of the College, accept or agree to undertake the administration of any gift or grant offered to the College, or undertake or agree to undertake the management, disposition, or expenditure of any fund provided to be used for the benefit of the College.

#### 6.3. Services on College Committees.

Except when specifically authorized by the Board, no Director shall serve on a College administrative, [advisory](#) or faculty committee, [organization, or board](#).

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**BY-LAW 7**  
**COMMITTEES OF THE BOARD**

**7.1. Executive Committee.**

(a) The Executive Committee shall be composed of the Chair of the Board, the Vice Chair, and the chairs of each of the Standing Committees. The immediate past Chair shall be an ex-officio member of the Executive Committee if he or she is a current Director. The ex-officio member shall not count toward the quorum and shall not be entitled to vote on matters before the Executive Committee.

(b) The Executive Committee shall have full power to act on behalf of the Board in matters of urgency referred to it by any Director or Officer of the College. Any action taken by the Executive Committee shall be reported to and ratified by the Board at its next meeting following such action.

**7.2. Standing Committees.**

(a) To facilitate consideration of the business and management of the Board and of the College, Standing Committees are established as hereinafter set forth. Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each Standing Committee shall be only to consider and to make recommendations to the Board upon matters referred to it by the Chair of the Board, the Board, or the administration. Once the Standing Committee votes to approve an action item, the item shall be placed on a consent calendar and reported to the full Board to be voted upon with other such items unless one or more Directors requests to remove an item from the consent calendar for independent consideration and vote.

(b) The following shall be the Standing Committees of the Board:

Committee on Educational Policy

Committee on Finance

Committee on Advancement and Communications

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(c) Each Standing Committee shall have at least three (3) Directors as members. Only Director members may vote on matters before a Standing Committee.

(d) Standing Committee chairs and members of Standing Committees shall be appointed by the Chair of the Board. Standing Committee chairs will hold office for one (1) year from the date of appointment or until the appointment of their successors, whichever occurs later.

### 7.3. Special Committees.

(a) Special Committees shall be authorized and the Chair and members thereof appointed by the Chair of the Board with such powers and duties as the Board may determine.

(b) Each Special Committee shall have at least three (3) Directors as members. Only Directors members shall vote on matters before a Special Committee.

### 7.4. Subcommittees.

The Chair of each Standing and Special Committee may appoint subcommittees as he or she shall deem necessary or advisable for the conduct of the business of the Committee.

### 7.5 Standing Subcommittees.

(a) The Board may establish Standing Subcommittees to consider and advise on matters related to its functions as follows:

(1) Each Standing Subcommittee shall have at least two (2) Directors as members. Only Director members may vote on matters before a Standing Subcommittee.

(2) The Chair of the Board shall appoint Standing Subcommittee chairs and members of Standing Subcommittees. A Director shall be designated as the Chair.

(3) Unless otherwise specifically provided by the Board, Standing Subcommittee Chairs and members will hold office for one (1) year from the date of appointment, or until appointment of a successor, whichever occurs later.

(b) To assist in the oversight of the external audit review process, the Subcommittee on Audit is established to serve as the standing subcommittee to the Finance Committee as

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generally set forth in By-Law 9 below.

**7.6. Ex Officio Members.**

The Chair of the Board, or in the absence of the Chair, the Vice Chair of the Board, shall be an ex officio member of all Standing Committees, of all Special Committees, and of all Subcommittees, including Standing Subcommittees. Such ~~ex~~ Officio members shall not be included in the limitation on membership set forth in 7.2(c) and 7.3(b). Ex officio members of the Board Standing Committees and Standing Subcommittees shall be entitled to vote on matters before the Committees or Subcommittees.

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**BY-LAW 8**  
**RESPONSIBILITIES OF STANDING COMMITTEES**

**8.1. Committee on Educational Policy.**

The Committee on Educational Policy shall:

(a) Consider and report to the Board on matters concerned with policies and programs related to the academic program, and the educational philosophy and objectives of the College, including academic planning, instruction, student admissions, [student services](#), relations with academic institutions and on academic personnel policies and faculty compensation.

(b) Consider and report to the Board on policy matters relating to the research, training, and public service activities of the College and recommend to the Board the establishment or disestablishment of academic programs, research activities, special training programs, and public service undertakings.

(c) Consider and recommend to the Board on the solicitation and acceptance or execution of grants and contracts for instruction, research, training, and public service, except as otherwise provided herein; provided, however, that all actions relating to the foregoing that require College funds not already authorized, shall be subject to the approval of the Committee on Finance.

(d) Consider and recommend to the Board College policy with respect to the awarding of honorary degrees, and consider and recommend individual nominees as recipients of honorary degrees.

(e) Consider and recommend to the Board College policy with respect to such matters as the Chair of the Board shall direct.

**8.2. Committee on Finance.**

The Committee on Finance shall:

(a) Consider and make recommendations to the Board at least annually on all matters relating to the finances, financial planning, [legal matters](#) and business management of the College.

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(b) Consider and recommend to the Board both the annual operating and capital budgets of the College and the sources of funds to finance these budgets after consultation with the Chancellor and Dean and the Chief Financial Officer. The Committee's budget consideration shall be based on estimates of income made by the Chief Financial Officer, and estimates of expenditures proposed by the Chancellor and Dean, Chief Financial Officer, General Counsel and Secretary for the functions for which each such officer is responsible.

(c) After consultation with the Subcommittee on Audit, assure that a report of each external audit including an evaluation of the audit findings and recommendations thereon, is prepared by the Committee and that the external audit, and the Committee's report are submitted to the Board for consideration and action.

(d) Consider and make recommendations to the Board on all matters relating to the external borrowing of funds by the College.

(e) Consider and make recommendations to the Board on the amounts and character of surety bonds, if any, to be required for officers and employees.

(f) Consider and make recommendations to the Board concerning all matters relating to the purchase, sale, or lease of real property.

(g) Consider and make recommendations to the Board concerning policy governing the opening, maintaining, and closing of bank accounts in the name of the College, the conditions under which deposits shall be made and funds shall be withdrawn, and how representatives of the College authorized to make withdrawals shall be designated.

(h) Consider and make recommendations to the Board regarding compensation plans for all faculty, staff, and Officers of the College, and all exceptions to established compensation schedules. With respect to compensation plans for faculty, recommendations of the Committee on Educational Policy shall also be considered by the Committee.

(i) Consider and make recommendations to the Board concerning staff personnel and labor relations policies.

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(j) Consider and make recommendations to the Board concerning the assessment of registration fees, educational fees, compulsory student fees, and student housing and parking charges.

(k) Consider and make recommendations to the Board regarding the management of College assets and the investment of College funds and report to the Board thereon at least annually.

(l) Consider and make recommendations to the Board concerning all matters relating to the educational grounds and buildings of the College.

(m) Consider and make recommendations to the Board on College policy concerning all matters as the Chair of the Board shall direct.

### 8.3. Committee on Advancement and Communications.

The Committee on Advancement and Communications shall:

(a) Consider recommendations from the Chancellor and Dean regarding all matters relating to fundraising, alumni affairs and public relations of the College which require Board approval.

(b) Consider and make recommendations to the Board concerning the approval of all fundraising campaigns in excess of the Chancellor and Dean's authority as specified in the Standing Orders.

(c) Consider and make recommendations to the Board concerning the classification and acceptance of all gifts to the College in excess of the Chancellor and Dean's authority as specified in the Standing Orders.

(d) Consider and make recommendations to the Board concerning the naming of buildings, properties and programs.

(e) Facilitate Board communication with and among the alumni, development constituencies of the College, and other members of the Hastings community.

(f) Consider and make recommendations to the Board on College policy with respect to such matters as the Chair of the Board shall direct.

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**BY-LAW 9**  
**RESPONSIBILITIES OF SUBCOMMITTEE ON AUDIT**

**9.1 Subcommittee on Audit.**

The Subcommittee on Audit shall assist the College with the initial oversight of the external audit review process. The overall responsibility to oversee the financial integrity of the College's financial statements is reserved to the Finance Committee, and ultimately the Board, as provided in Section 8 of these By-Laws.

(a) The Subcommittee on Audit will assist in the oversight of this process by performing the following tasks:

(1) Reviewing results of the draft Audit Report, including draft findings, after timely receipt from the auditors, and reporting to the Finance Committee as set forth below. The Audit Report generally consists of:

- Financial Statements for the previous fiscal year
- Required Communications
- Management Letter (if applicable)
- Financial Statements and Federal Awards Programs (OMB Circular A-133)

(2) Reviewing the performance, functions and disclosures of internal controls and risk management systems regarding finance and accounting, and the adequacy of such systems.

(3) Reviewing the qualifications, independence and performance of the independent certified public accountants selected by the Board to complete the audit.

(4) Reviewing the planned scope of the annual independent audit and other audit related services with the independent auditor.

(5) Consulting with the Finance Committee on significant issues raised in connection with the audit review process.

(6) Requesting the College's Chief Financial Officer to address specific issues within the mandate of the Subcommittee on Audit.

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(7) Engaging when necessary independent counsel and other experts, including accounting experts, to carry out the functions of the Subcommittee on Audit.

(b) Each year in March, the Chair of the Board shall appoint the Chair of the Subcommittee on Audit and the members thereof so that the Subcommittee can be prepared for the next audit cycle.

(c) The Subcommittee on Audit shall meet at least two (2) times each year or as often as it is necessary to perform its functions.

(d) Meetings shall be called by the Secretary of the Board at the direction of either the Chair of the Subcommittee, or the Chair of the Finance Committee, or any one Director member of the Subcommittee on Audit.

(e) After consultation with the College's Chief Financial Officer, the Subcommittee shall consider and make recommendations to the Finance Committee with respect to the following:

(1) The certified public accountants to serve as the College's independent auditor, and the hiring of any other certified public accountants to provide the College with services other than audit and audit related services.

(2) The draft audit report, including the auditor's findings, and the auditor's recommendations thereon.

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## BY-LAW 10

### MEETINGS OF THE BOARD AND COMMITTEES

#### 10.1. Meetings of the Board.

Meetings of the Board shall be public, with exceptions and notice requirements as may be provided by statute in the state's open meeting laws. Unless otherwise restricted by the Standing Orders or these By-Laws, members of the Board of Directors who are not physically present at a meeting may participate in a meeting of the Board by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board.

#### 10.2. Types of Meetings.

(a) Regular Meetings of the Board shall be held at least once each quarter. One of these meetings shall be designated as the Annual Meeting of the Board.

(b) Special Meetings of the Board shall be called by the Secretary at the direction of the Chair of the Board or a majority-minus-one, or four (4) members thereof, whichever is less.

(c) Emergency Meetings of the Board may be called by the Chair of the Board at any time only in the event of or to consider:

(1) Work stoppage or other activity that severely impairs public health or safety, or both; or

(2) Crippling disaster that severely impairs public health or safety, or both.

(d) Meetings of Standing Committees, Special Committees and Subcommittees shall be called by the Secretary at the direction of the Chair of the Board, the Chair of the Committee or Subcommittee or any two members of the Committee or Subcommittee. In the case of the Subcommittee on Audit, one member can direct the Secretary to call a meeting of the Subcommittee on Audit.

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### 10.3. Notice of Meetings.

(a) Notice of Regular Meetings: At least ten (10) days in advance of regular meetings, the Secretary shall give notice of such meetings to each Director and Officer of the College and to any person who has requested such notice in writing in accordance with Government Code Section 11125.

(b) Notice of Special Meetings: Special meetings may be called at any time, and notice of the time, place, and agenda shall be given by telephone or by mail to each Director at his or her last known address in time to reach the Director at least forty-eight (48) hours before the time for each such meeting. In addition, public notice shall be given for each such meeting by the Secretary. Such notice shall be given by notifying any newspaper of general circulation or any radio or television station, or shall be made available on the internet, so that the notice may be published or broadcast at least forty-eight (48) hours before the time of each such meeting. No business other than that included in the agenda of the meeting shall be considered. A record of the service of notice required to be given as aforesaid shall be entered upon the minutes of the Board, and the said minutes when approved at a subsequent meeting of the Board shall be conclusive of the fact that notice was given as required herein.

(c) Notice of Emergency Meetings: Directors and Officers of the College, and newspapers of general circulation and radio or television stations which have requested notice of Board or Committee meetings shall be notified by the Secretary as soon as possible but no later than one hour prior to an emergency meeting by telephone or videoconference. Notice shall also be made available on the internet as soon as is practicable after the decision to call the emergency meeting has been made. In the event that telephone services are not functioning, notice requirements shall be deemed waived, and the Secretary shall, as soon after the meeting as possible, notify such newspapers, radio stations or television stations of the fact that it was held, its purpose, and any actions taken at the meeting which are subject to announcement.

As soon after the emergency meeting as possible, the Secretary shall post for a minimum of ten (10) days in a public place in the College a list of the persons notified or attempted

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to be notified, and as to actions which are subject to announcement, the minutes of the meeting, including roll call votes and actions taken.

(d) Meetings of special search or selection committees held for the purpose of conducting interviews for College officer positions may be held without public notice.

#### 10.4. Closed Sessions.

(a) Closed sessions of the Board, Standing Committee, Special Committee, or Subcommittee meeting may be called in conformity with Section 92032 of the Education Code to consider matters pertaining to the following:

- (1) Matters affecting the national security.
  - (2) The conferring of honorary degrees or other honors or commemorations.
  - (3) Matters involving gifts, devises, and bequests.
  - (4) Matters involving investment of endowment and pension funds.
  - (5) Matters involving litigation, when discussion in open session concerning those matters would adversely affect, or be detrimental to, the public interest.
  - (6) The acquisition or disposition of property, if discussion of these matters in open session could adversely affect the Board's ability to acquire or dispose of the property on the terms and conditions it deems to be in the best public interest.
  - (7) Matters concerning the appointment, employment, performance, compensation, or dismissal of College officers or employees, excluding individual Directors.
  - (8) Matters relating to complaints or charges brought against College officers or employees, excluding individual Directors, unless the officer or employee requests a public hearing.
  - (9) The Board may also hold closed sessions with respect to matters within Government Code Section 3596. In this respect the Board means the Board of Directors and its Standing and Special Committees or Subcommittees.
- (b) Release of Information From Closed Sessions:

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(3) Directors appointed to advise and assist the Chancellor and Dean in contract negotiations.

(1) The confidentiality of closed sessions of the Board and its Committees and Subcommittees shall be maintained, subject to the provisions of this By-Law and applicable law.

(2) Actions taken in closed session that are required by applicable law to be reported to the public following final action by the Board or a Committee or Subcommittee of the Board empowered to act shall be so reported. Actions may be withheld from release or release may be delayed if disclosure would constitute an invasion of privacy of individuals or for other reasons as permitted by applicable law.

(3) Release of actions shall be determined by the Chancellor and Dean or the Chair in accordance with procedures established by the Board.

(4) Information from closed sessions other than final actions may be released only by the Chair.

#### 10.5. Agenda and Agenda Materials for Regular Meetings of the Board, Committees and Subcommittees.

(a) At least ten (10) days prior to each regular meeting of the Board, Committees and Subcommittees, the Secretary shall provide to each member of the Board, Committee, or Subcommittee thereof, an agenda setting forth all business to be transacted or discussed at the meeting. Any item on the agenda of a Standing or Special Committee meeting held in conjunction with a meeting of the Board may be considered for action by the Board at that meeting.

(b) Seven (7) days prior to each regular meeting of the Board, Committees and Subcommittees, or as soon thereafter as practicable, the Secretary shall provide to each member of the Board, Committee, or Subcommittee thereof, materials relating to items on the meeting agenda.

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**BY-LAW 11**  
**BOARD AND COMMITTEE PROCEDURES**

**11.1. Order of Business of the Board.**

- (a) The order of business at each regular meeting of the Board shall be as determined by the Chair.
- (b) The order of business determined by the Chair may be suspended or altered at any meeting by a vote of a majority of the Directors present.

**11.2. Attendance of Faculty, Alumni Representatives, and Other Guests.**

- (a) The following, or their designees, shall be invited by the Secretary to attend and address the Board, subject to control by the Chair, at the public meetings of the Board:
- (1) The faculty by notification to the Chair of the Executive Committee of the Faculty.
  - (2) The President of the Alumni Association.
  - (3) The President of the [UC Hastings](#) Foundation.
  - (4) The President of the Associated Students of University of California Hastings (ASUCH).
- (b) Officers of the Board and [Officers of the College](#) may invite other guests to public meetings of the Board.

**11.3. Quorum of the Board.**

[Six](#) Directors shall constitute a quorum for transaction of all business except as otherwise provided in these By-Laws.

**11.4. Quorums of Committees.**

A majority of the members of [a](#) Committee or Subcommittee shall constitute a quorum except as otherwise provided in these By-Laws.

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#### 11.5. Adjournment When No Quorum.

Any meeting may be adjourned and its business continued on an appointed day by the vote of a majority of the Directors present even though there shall be present less than a quorum.

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#### 11.6. Rules of Procedure.

The rules contained in [the most recently published edition of](#) Robert's Rules of Order Newly Revised, shall govern the proceedings at and the conduct of the meetings of the Board and its Committees or Subcommittees, in all cases to which they are applicable and which are not covered in these By-Laws [or in the Standing Orders](#).

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#### 11.7. Communications.

Communications to the Board or a Committee or Subcommittee thereof shall be presented in writing by the Secretary, provided that communications transmitted to the Secretary from members of the faculty or student body or employees of the College shall be presented only through the appropriate Officer of the College.

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#### 11.8. Appearance Before the Board and Committees.

(a) Individuals or organizations, except as [otherwise](#) provided [herein or required by applicable law](#), may appear before the Board only with its permission. By affirmative vote, the Board may grant permission for individuals and organizations to appear before it, provided that a written request for any such appearance, specifying the matters to be presented to the Board, the time necessary for the presentation, and the reason a personal appearance is necessary is received by the Secretary of the Board no later than 5:00 p.m. five (5) working days preceding the meeting of the Board at which permission is sought to make such presentation. Prior written request to appear before the Board may be waived in extraordinary circumstances by an affirmative vote of not less than two-thirds (2/3) of the [Directors](#).

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(b) The Chair of the Board or Chair of a Standing or Special Committee [or Subcommittee](#) thereof shall invite to attend and appear before meetings of the Board or of

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Committees [or Subcommittees](#) thereof such employees of the College and such other persons as may be needed in the best interest of the College.

(c) A Standing or Special Committee or Subcommittee thereof may grant permission by affirmative vote for individuals, other than those specified in [11.2](#) above, and organizations to appear before it, provided that a written request is received by the Secretary of the Board no later than 5:00 p.m. five (5) working days preceding the meeting at which appearance is sought. Prior written request to appear before a Standing or Special Committee [or Subcommittee](#) may be waived in extraordinary circumstances by a majority vote of the Committee [or Subcommittee](#) members present.

#### 11.9. Reconsideration, Repeal, or Rescission.

(a) Any member may move for the reconsideration of an action taken by the Board at the same meeting at which said action is taken.

(b) No motion for repeal or rescission of any action taken by the Board at a previous meeting shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by mail ([including electronic mail](#)) by the Secretary to each member of the Board and the subject matter of the motion has been placed on the Board agenda in accordance with [the provisions hereof](#).

#### 11.10. Minutes of Board and Committee Proceedings.

(a) Minutes of the proceedings of the Board shall be taken and kept by the Secretary and, as soon as practical after a meeting, a copy of said minutes shall be [provided](#) to each member of the Board. Open sessions of the Board shall be audiotaped and the tapes preserved by the Secretary for a period of [thirty days](#).

(b) The Minutes of closed sessions shall be taken and kept by the Secretary, shall be maintained [separately](#) from minutes of public meetings, and shall be appropriately safeguarded.

(c) Minutes of the proceedings of each Committee or Subcommittee shall be taken and kept by the Secretary and, as soon as practical after a meeting, a copy of said minutes shall be

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provided to each member of the Committee or Subcommittee. Open sessions of the Finance Committee shall be audiotaped and the tapes preserved by the Secretary for a period of thirty days.

(d) The Secretary shall maintain the official archive of the records and minutes of all Board, Committee, and Subcommittee meetings.

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**BY-LAW 12**  
**OFFICERS OF THE BOARD**

**12.1. Officers of the Board.**

- (a) The Officers of the Board shall be the Chair and Vice Chair.
- (b) Election: The Board shall elect the Chair and Vice Chair at the mid-year meeting of the Board for a term of one year. In the case of a mid-term vacancy, the Board shall elect a successor at the first meeting following the creation of the vacancy to serve out the term of the prior Chair or Vice Chair. No Officer shall serve more than two (2) full consecutive terms.
- (c) Qualifications: Officers of the Board must be Directors.
- (d) Compensation: Officers of the Board shall serve without compensation. Upon request, an Officer may be reimbursed for actual expenses to the same extent as provided in 6.1 above.

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**BY-LAW 13**  
**OFFICERS OF THE COLLEGE**

**13.1. Officers of the College.**

(a) Officers of the College shall be the Directors, Chancellor and Dean, [Provost and Academic Dean](#), Chief Financial Officer, General Counsel and Secretary.

(b) Appointment and Continuation of Appointment. The Officers of the College, other than Directors, shall be appointed or continued by a majority vote of the Board and shall serve at the pleasure of the Board. Nothing in these By-Laws shall be construed to prevent the Board from entering into [on behalf of the College](#) employment contracts with such officers for reasonable terms. Appointment or continuation of appointment of the Chancellor and Dean and [Provost and Academic Dean](#) shall be made with Faculty consultation as set forth in the Standing Orders and related Board Policies.

(c) Qualifications: No Director shall also serve as Chancellor and Dean, [Provost and Academic Dean](#), Chief Financial Officer, General Counsel or Secretary. One individual may hold more than one office, except that no one may serve as Chancellor and Dean or [Provost and Academic Dean](#) and as any other Officer of the College.

(d) Compensation: The Board shall establish compensation for the paid Officers of the College.

(e) Performance Evaluation: The Board shall establish and conduct an evaluation process by which each Officer of the College is periodically measured with respect to the performance of such officer's duties and responsibilities.

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#### BY-LAW 14

##### **DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE BOARD**

###### **14.1. Chair.**

(a) The Chair of the Board shall preside at meetings of the Board.

(b) The Chair is authorized, on behalf of the College, to execute, unless authority shall elsewhere be conferred by [the By-Laws, Standing Orders, or](#) order or resolution of the Board, all documents necessary to implement the programs or policies which have been approved by the Board, provided that unless specifically otherwise directed by the Board, all documents executed by the Chair shall be without force or effect unless also executed by the Secretary of the Board and approved as to form and legality by the General Counsel.

###### **14.2. Vice\_Chair.**

The Vice\_Chair shall perform the duties of the Chair in case of the absence or inability of the Chair to act.

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## BY-LAW 15

### DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE COLLEGE

#### 15.1. Chancellor and Dean of the College.

(a) The Chancellor and Dean shall serve as the chief executive officer of the College, with full authority over and responsibility for all of its departments and activities. The authority of the Chancellor and Dean shall be exercised in accordance with the policies and procedures adopted by the Board of Directors and, in academic matters, in accordance with policies approved by the Faculty.

(b) The Chancellor and Dean shall be a tenured member of the Faculty.

(c) The Chancellor and Dean shall:

(1) Report directly to the Board of Directors and attend all meetings of the Board and its Committees [and Subcommittees](#).

(2) Represent the College before the Legislature, other governmental agencies and departments, the alumni and the community.

(3) In cooperation with the Chief Financial Officer, be responsible for development and submission to the Board of the annual operating and capital budgets of the College.

(4) Be responsible for the operation and maintenance of College facilities.

(5) Be responsible for the continuous development of the goals and objectives of the College and for the preparation of proposals for their execution for consideration by the Board.

(6) Seek, as appropriate, the counsel of the Faculty, students, staff, alumni, benefactors and others in the exercise of the academic and operational responsibilities of the office of Chancellor and Dean and in the development of College goals, objectives and proposals for their implementation.

(7) The Chancellor and Dean may delegate any of the duties of the office except the responsibility to report directly to the Board.

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**15.2. Provost and Academic Dean.**

(a) The Provost and Academic Dean shall serve as the chief academic officer of the College under the Chancellor and Dean and shall administer the academic program of the College in accordance with the policies adopted by the Faculty. The Provost and Academic Dean shall also serve as chief executive to the extent of the authority delegated by the Chancellor and Dean.

(b) In the case of a vacancy in the office of the Chancellor and Dean and prior to appointment of an Acting Chancellor and Dean, the Provost and Academic Dean shall assume the authority and responsibilities of the Chancellor and Dean.

(c) The Provost and Academic Dean shall be a tenured member of the faculty.

**15.3. General Counsel.**

(a) The General Counsel shall:

(1) Report directly to the Board and to the Chancellor and Dean, and attend all meetings of the Board and its Committees and Subcommittees.

(2) Be the chief legal officer for the Board and of the College.

(3) Prepare or approve as to form all legal documents relating to the activities of the College.

(4) Render legal advice to the Board and the Officers of the College.

(5) Assist the Officers of the College in the performance of their duties.

(b) The General Counsel may delegate any of the duties of the office except the responsibility to report directly to the Board and to the Chancellor and Dean.

**15.4. Secretary.**

(a) The Secretary shall:

(1) Report directly to the Board and to the Chancellor and Dean and attend all meetings of the Board and its Committees and Subcommittees.

(2) Be the custodian of all official records of the Board including the minutes of its meetings.

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(3) Give notice of and take the minutes of all meetings of the Board and its Committees [and Subcommittees](#).

(4) Be custodian of the corporate seal of the College and affix it to documents when appropriate.

(5) Attest to all documents executed by Officers of the Board or authorized by the Board to be executed by [Officers of the College](#) or by other individuals.

(6) Certify to any action of the Board or its Committees [or Subcommittees](#), to the identity, appointment and authority of [Officers of the Board](#), [Officers of the College](#) and others as appropriate, and to provisions of the Board's By-Laws, Standing Orders and other public records of the College.

(7) Provide administrative support to the Board.

(8) Assist other Officers of the College in the performance of their duties.

(b) The Secretary may delegate any of the duties of the office except the responsibility to report directly to the Board and to the Chancellor and Dean.

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#### 15.5. Chief Financial Officer.

(a) The Chief Financial Officer who is also the Registrar of the College shall:

(1) Report directly to the Board and to the Chancellor and Dean and attend all meetings of the Board and its Committees [and Subcommittees](#).

(2) Be the only College officer authorized to receive or cause to be received funds flowing to the College, and shall receive and deposit funds received in depositories as are approved by the Board.

(3) Be the only College employee authorized to receive or cause to be received all gifts to the College and shall receive, hold and manage such gifts as directed by the Board.

(4) Account for all funds and other assets of the College and report thereon, using procedures and formats which meet generally accepted accounting principles and standards.

(5) Disburse College funds consistent with purposes and procedures adopted by the Board.

(6) Invest College funds under policies established by and instructions given by the Board.

(7) Manage assets of the College held as investments and assets donated to the College.

(8) Conduct financial planning for the College in consultation with the Chancellor and Dean and other Officers of the College, and report thereon to the Board and the Officers of the College when appropriate but at least annually.

(9) Keep the Board and the Chancellor and Dean advised at all times of all funds and assets of the College available for use in College programs.

(10) Assist the Board in the conduct of any external audit of College funds.

(11) Identify financial policy issues and make recommendations of policy to the Board thereon.

(12) Assist the Chancellor and Dean in developing and submitting to the Board the annual operating and capital budgets of the College.

(13) Assist other Officers of the College in the performance of their duties.

(b) The Chief Financial Officer may delegate any of the duties of the office, except the responsibility to report directly to the Board and to the Chancellor and Dean.

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## BY-LAW 16

### **DEFENSE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **16.1. Defense and Indemnification of Directors and Officers in Civil Proceedings.**

The College shall defend and indemnify to the full extent permitted by applicable law any present or former member of the Board of Directors, and any other present or former Officer of the College, who has been, is, or becomes a party to any action or proceeding arising out of an act or omission occurring within the scope of his or her duties as a member of the Board of Directors of the College or as an Officer of the College. The defense and indemnification provided hereunder shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any statute, bylaw, insurance, agreement, or otherwise, and shall inure to the benefit of the heirs, executors, and administrators of each Director or Officer. Such defense and indemnification shall supplement indemnification provided by statute and other policies of the College and are provided for all covered actions or proceedings to the fullest extent permitted by law.

As a condition to seeking defense and indemnification, the party shall give prompt notice to the General Counsel of the pendency of any action or proceeding for which he or she may appropriately seek defense and indemnification, shall keep the General Counsel apprised of significant developments in the action or proceeding, and shall cooperate in the defense.

When such notice is provided, the College shall provide a defense for the party or, by mutual agreement, may permit the party to provide for his or her own defense. When expenses incurred in defending an action or proceeding are paid by the College in advance of the final disposition of such action or proceeding, it shall be with the understanding that the party must repay such amount unless it ultimately shall be determined that he or she is entitled to be indemnified as authorized herein.

Such indemnification shall be limited to expenses actually and reasonably incurred by such party in connection with the defense, judgment (except for punitive damages which are addressed elsewhere in this By-Law), or settlement of such action or proceeding if authorized in the specific case, and after it has been resolved, upon an independent determination that

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indemnification is proper in the circumstances because the party acted in good faith, in a manner such party believed to be in the best interest of the College, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. For purposes of this By-Law, "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification hereunder.

Such indemnification shall be made for punitive damages when it would otherwise be proper under this By-Law and under the following additional criteria: Prior to such indemnification an independent determination must conclude that the present or former member of the Board [or Officer of the College](#) acted or failed to act [in a manner](#) without malice and in the apparent best interests of the College, and that payment of the award would be in the best interests of the College.

When any independent determination is required pursuant to this policy, it shall be made by the Board, by a majority vote of a quorum consisting of members not parties to such action or proceeding. If such quorum cannot be convened or, even if convened, if a majority of such quorum so directs, the determination shall be made by a disinterested third party appointed by such quorum or, if no such quorum can be convened, the appointment of the disinterested third party shall be made by the President of the State Bar of California. The independent determination provided hereunder shall be made upon a consideration of all relevant facts and circumstances including without limitation the record of any action or proceeding giving rise to the request for indemnification. The independent determination in connection with any request for indemnification for punitive damages additionally shall consider the availability of College funds from appropriate fund sources.

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**BY-LAW 17**  
**AMENDMENTS**

**17.1 Procedure.**

These By-Laws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment, including a draft thereof, shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon.

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**BY-LAW 18**

**CLAIMS AGAINST THE COLLEGE**

**18.1 Claims for money or damages that are exempted from the Government Claims Act.**

(a) Claims against the College for money or damages that are exempted by Government Code Section 905 from the claims presentation requirements of the Government Claims Act shall be governed by this By-Law.

(b) A written claim must be presented to the Board of Directors of University of California, Hastings College of the Law within one year after the accrual of the cause of action underlying the claim for money or damages. The claim must be verified by the person who claims to be entitled to the money or damages or by his or her guardian or conservator or the executor or administrator of his or her will or estate. The claim shall be presented and processed following the procedures in Chapters 1 and 2 of Part 3 of Division 3.6 of Title 1 of the Government Code (Gov. Code section 900 et seq.).

(c) No suit for money or damages may be brought against the College until a written claim therefore has been presented to the College and has been acted upon or has been deemed to be rejected by the College in accordance with the procedures in Chapters 1 and 2 of Part 3 of Division 3.6 of Title 1 of the Government Code (Gov. Code section 900 et seq.). Only the person who filed the claim may bring such a suit.

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**BYLAW 19**  
**FISCAL YEAR**

**19.1 Fiscal Year.** The fiscal year of the College shall begin on July 1 and end on June 30 of the following year.

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**University of California  
Hastings College of the Law**

**STANDING ORDERS**

**Adopted June 12, 1992**

**Amended September 8, 1995**

**Amended December 1, 2000**

**Amended June 15, 2001**

**Amended September 14, 2001**

**Amended December 6, 2002**

**Amended March 5, 2004**

**Amended June 10, 2005**

**Amended, 2020**

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## STANDING ORDERS

### Table of Contents

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<b>STANDING ORDERS OF THE BOARD .....</b>	<b>1</b>
<b>STANDING ORDER 100 OFFICERS OF THE COLLEGE.....</b>	<b>2</b>
100.1.    LINE OF REPORTING.....	2
100.2.    EMPLOYMENT STATUS .....	2
100.3.    COMPENSATION AND EVALUATION .....	5
100.4.    DUTIES OF CHANCELLOR AND DEAN OF THE COLLEGE.....	7
100.5.    DUTIES OF THE OTHER OFFICERS OF THE COLLEGE.....	11
100.6.    BOARD OF DIRECTORS CODE OF ETHICS .....	11
<b>STANDING ORDER 101 FACULTY AND OTHER EMPLOYEES OF THE COLLEGE .....</b>	<b>15</b>
101.1.    EMPLOYMENT STATUS .....	15
101.2.    COMPENSATION .....	15
<b>STANDING ORDER 102 SPECIAL PROVISIONS CONCERNING OFFICERS, FACULTY AND EMPLOYEES OF THE COLLEGE .....</b>	<b>16</b>
102.1.    SERVICE OBLIGATIONS.....	16
102.2.    ORGANIZATION OF THE FACULTY.....	16
102.3.    POWERS AND PRIVILEGES OF THE FACULTY.....	16
102.4.    SABBATICAL LEAVES.....	17
102.5.    EMERITUS TITLE .....	17
102.6.    SEVERANCE COMPENSATION .....	17
102.7.    DEATH BENEFIT.....	18
102.8.    TENURE .....	18
<b>STANDING ORDER 103 MISCELLANEOUS PROVISIONS.....</b>	<b>19</b>
103.1.    MATTERS RELATING TO RESIDENCY.....	19
103.2.    DIPLOMAS .....	20
103.3.    Public Comment at Meetings.....	21
103.4.    Board of Directors Emeritus/Emerita Status.....	21
<b>STANDING ORDER 104 RETIREMENT SYSTEM.....</b>	<b>21</b>
104.1.    UNIVERSITY OF CALIFORNIA RETIREMENT SYSTEM.....	21
<b>STANDING ORDER 105 CHANGES IN THE STANDING ORDERS OF THE BOARD .....</b>	<b>22</b>
105.1.    REPEAL AND AMENDMENT OF THE STANDING ORDERS .....	22

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### **STANDING ORDERS OF THE BOARD**

The following Standing Orders, adopted by the Board of Directors of the University of California, Hastings College of the Law, on June 12, 1992, shall govern and regulate the business of the Board and the conduct of the College. Each Standing Order shall continue in force and effect from and after the time of its adoption until its repeal or amendment in accordance with Standing Order 105.1.

For purposes of these Standing Orders, the term "Officer of the College" shall not include members of the Board.

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**STANDING ORDER 100**  
**OFFICERS OF THE COLLEGE**

**100.1 Line of Reporting.**

The Chancellor and Dean shall be responsible directly to the Board. The Chief Financial Officer, General Counsel and Secretary shall report jointly to the Chancellor and Dean and to the ~~Board~~. The Provost and Academic Dean shall report to the Chancellor and Dean.

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**100.2 Employment Status.**

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**(a) Decanal Appointments.**

(1) Appointment of Chancellor and Dean. In the event of a vacancy in the Office of the Chancellor and Dean, the Board Chair shall appoint a seven-member Search Committee, composed of three faculty members selected by the Faculty and four members of the Board of Directors, with the Board Chair (or his/her designee) serving as Chair. The Chair shall appoint one of the Faculty members as Vice-Chair and shall specify the Vice-Chair's duties and responsibilities. The Search Committee shall have the responsibility of devising a recruitment plan to ensure a diverse pool of applicants; advising on criteria pursuant to which applicants will be evaluated; reviewing curriculum vitae and selecting applicants to come to the College for interviews; participating in the interview process; consulting with the faculty about the academic qualifications and acceptability of the candidates interviewed as provided in Standing Order 100.2(c) and, as appropriate, with representatives of alumni, staff and students; and providing the Board with an evaluation of each candidate interviewed. The Search Committee shall forward its written report and recommendations to the Board including its list of no fewer than two candidates and may accompany its recommendation with an expression of preference between or among the candidates. The Search Committee shall present its report to the Board. If a candidate is not a tenured member of the Hastings Faculty, the Faculty must have voted to authorize the appointment of the candidate to the tenured Faculty prior to submission to the Board for consideration.

(2) Appointment of Provost and Academic Dean. In the event of a vacancy in the office of the Provost and Academic Dean, the Board Chair shall appoint a five-member

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Search Committee, composed of two faculty members selected by the Faculty and three members of the Board of Directors, with the Board Chair (or his/her designee) serving as Chair. The Chair shall appoint one of the Faculty members as Vice-Chair and shall specify the Vice-Chair's duties and responsibilities. The Search Committee shall have the responsibility of consulting with the Faculty and the Chancellor and Dean about appropriate qualifications for the position and potential inside candidates to be considered, determining the acceptability of those nominated, and providing an evaluation of each candidate seriously considered. The Search Committee, with the advice and consent of the Chancellor and Dean, generally will submit one or more names of members of the Faculty for consideration. In rare circumstances, outside candidates may be solicited and considered. In those circumstances in addition to the responsibilities listed above, the Search Committee shall have the responsibility of devising a recruitment plan; reviewing curriculum vitae; and selecting candidates to come to the College for interviews; participating in the interview process; consulting with the faculty about the academic qualifications and acceptability of the candidates interviewed as provided in Standing Order 100.2(c) and, as appropriate, with representatives of staff and students; and providing the Board with an evaluation of each candidate interviewed. If a candidate is not a member of the Hastings Faculty, the Faculty must have voted to authorize the appointment of the candidate to the tenured Faculty prior to submission to the Board for consideration. In the event that more than one candidate is submitted, the Committee shall attempt to determine if there is a faculty preference. The Committee shall forward its written report and recommendations to the Board. The Search Committee shall present its report and recommendations to the Board. If the Committee recommends more than one name to the Board, the Board shall consider both the Faculty's and the Chancellor and Dean's preference.

**(b) Continuation of Appointment.**

Review of Chancellor and Dean. At the beginning of the academic year preceding the end of the term provided in the Chancellor and Dean's contract, or at approximately five-year intervals, the Board Chair shall meet with the incumbent and ask whether he or she wishes to continue serving. If so, the Chancellor and Dean shall be asked to provide a self-assessment outlining his or her accomplishments, goals, and priorities for the development of the College. The Board Chair then shall appoint a five-member Review Committee, composed of two faculty members and three members of the Board of Directors with the Board Chair (or his/her designee) serving as chair. In

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selecting the faculty members, the Board Chair shall ask the Faculty Executive Committee for a list of ~~two~~ or more faculty members to be considered for appointment to the Committee. The Review Committee shall be provided with the Chancellor's self-assessment and a statement outlining the major functions of the Chancellor and Dean. A copy of these documents shall be made available to faculty, students, and staff in the College for review and the Committee shall solicit letters from those constituencies on the Chancellor and Dean's performance. The Committee also may solicit additional written comments from other individuals who have had the opportunity to work with the Chancellor and Dean or to observe the effectiveness of his or her work. Unless the communicant specifically requests otherwise, all such written communications to the Committee shall be confidential, with identifying information redacted before Committee review. Further, Committee members are under a duty of confidentiality with regard to all information received and their deliberations. The Committee shall review all the material gathered and present to the Board a written report containing an evaluation of the performance of the Chancellor and Dean and a recommendation about continuing the appointment.

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(l) Review of Provost and Academic Dean. At the beginning of the academic year preceding the end of the decanal term or at approximately five-year intervals, the Chair of the Board shall determine whether the incumbent wishes to continue serving. If so, the Board Chair then shall appoint a five-person Review Committee composed of two members of the Board and three Faculty members with one of the Faculty members appointed by the Board Chair as Chair of the Review Committee. In selecting the Faculty members, the Board Chair shall ask the Faculty Executive Committee for a list of three or more Faculty members to be considered for appointment to the Committee. The Review Committee shall be provided with a self-assessment from the Provost and Academic Dean and a copy of that document shall be made available to faculty, students, and staff in the College for review. The Committee shall solicit letters from those constituencies on the Provost and Academic Dean's performance. The Committee also may solicit additional written comments from other individuals who have had the opportunity to work with the Provost and Academic Dean or to observe the effectiveness of his or her work. Unless the communicant specifically requests otherwise, all such written communications to the Committee shall be confidential, with identifying information redacted before Committee review. Further, Committee members are under a duty of confidentiality with regard to all information received and



their deliberations. The Committee shall review all the material gathered and provide the Board and Chancellor and Dean a written report containing an evaluation of the performance of the [Provost and Academic Dean](#) and a recommendation about continuing the appointment.

(c) **Faculty Consultation for Initial Decanal Appointments.** All faculty members shall have the opportunity to communicate their views regarding candidates to the Search Committee in writing. In determining the views and preferences of the Faculty on initial appointments, the Search Committee shall take into account and shall report to the Board: (a) any vote that the Faculty may take on a candidate; and (b) the Faculty's preference between or among candidates who are presented to the full Board for consideration. Except in rare cases and for compelling reasons, no decanal appointment shall be made over the expressed opposition of the Faculty. The term "expressed opposition" means that a majority of the Faculty has voted against the candidate being suggested for appointment.

(d) **Temporary Decanal Appointments.** In the event of a temporary vacancy in the Office of Chancellor and Dean or [Provost and Academic Dean](#), the Board shall appoint, following appropriate consultation with the Faculty Executive Committee, an Acting Chancellor and Dean or [Provost and Academic Dean](#) for no more than two academic semesters.

(e) **Appointment and Dismissal of Other Officers** - The appointment and dismissal of the Chief Financial Officer, General Counsel or Secretary shall be by an affirmative vote of a majority of the members of the Board, following consultation with the Chancellor and Dean, subject to the terms of any employment agreement authorized under By-law 13.1(b).

(f) **Temporary Appointments of Other Officers** - Temporary appointments to Acting status of Chief Financial Officer, General Counsel or Secretary for periods not to exceed three (3) months may be made by the Chancellor and Dean. All such appointments shall be reported to the Board.

(g) **Title Changes** - Minor changes in titles of Officers of the College may be approved by the Chancellor and Dean and shall be reported to the Board.

### **100.3 Compensation and Evaluation.**

(a) **Initial Compensation of Officers of the College** - Initial compensation of the

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Chancellor and Dean, the [Provost and](#) Academic Dean, the Chief Financial Officer, the General Counsel and the Secretary shall be determined by the Board.

(b) **Changes in Compensation of Officers** - Changes in compensation of the Chancellor and Dean, the Chief Financial Officer, the General Counsel and the Secretary shall be determined on the basis of the process as set forth below, subject to any employment Agreement authorized under By-law 13.1(b):

Annually, at the Spring Meeting of the Board, the Chair shall name two Directors to serve with the Chair as a committee to review the performance of the Officers of the College.

Review of the Chief Financial Officer, the General Counsel and the Secretary shall be conducted jointly by the three-member committee and the Chancellor and Dean of the College.

Review of the Chancellor and Dean for purposes of compensation shall be conducted by the Director-members of the Committee and shall include consideration of the annual reports of the Chancellor and Dean detailing the projects undertaken and accomplished at the College during the past academic year, as well as consideration of the salaries of individuals in comparable positions in higher education.

The Evaluation Committee shall present the results of its reviews, together with recommendations on compensation, to the Board at the Annual Meeting for action.

Compensation of the [Provost and](#) Academic Dean shall be determined by the Chancellor and Dean and ratified by the Board.

(c) **Compensation of Acting Officers** - Compensation of Officers of the College positions in Acting status appointed pursuant to the provisions of Standing Order 100.2(f) shall be determined by the Chancellor and Dean in consultation with the Chair. Any such compensation shall be reported to the Board in the same manner as the appointment.

#### **100.4 Duties of Chancellor and Dean of the College.**

##### **Administrative Duties of the Chancellor and Dean.**

(a) **General** - The Chancellor and Dean shall be the Chief Executive Officer of the College, and shall be responsible to the Board for all of the affairs and operations of the College. The Chancellor and Dean may delegate any of the duties of the office, except the responsibility to report directly to the Board.

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(b) **Awarding of Degrees** - The Chancellor and Dean is authorized to recommend to The Regents of the University of California the awarding of degrees to candidates recommended by the faculty and certified by the Director of Records.

(c) **Financial Awards** - The Chancellor and Dean is authorized to make awards of fellowships, scholarships, and prizes upon recommendation of the faculty and in accordance with the limitations set forth in these Standing Orders.

(d) **Personnel** - The Chancellor and Dean is authorized to appoint, determine compensation, promote, demote, and dismiss College employees, except as otherwise provided in the By-laws and Standing Orders.

(e) **Government Relations** - The Chancellor and Dean shall represent the Board and the College in all matters requiring action by the Congress or officers of the United States or by the Legislature or officers of the State of California.

(f) **Fees and Assessments** - The Chancellor and Dean shall fix and determine the amount, conditions, and time of payment of all fees, fines, and deposits to be assessed against students of the College, except that the Chancellor and Dean shall secure the approval of the Board prior to the assessment of tuition and fees. Where required by law the Chancellor and Dean shall also secure the approval of the students.

#### **Budget and Finance.**

(g) **Budget Submission** - The Chancellor and Dean and the Chief Financial Officer annually, through the Committee on Finance, shall recommend to the Board capital and operating budgets of the College. No funds of the College shall be expended or committed without budget authority of the Board except as otherwise provided in these Standing Orders.

(h) **State Appropriations** - The Chancellor and Dean and Chief Financial Officer shall annually, through the Committee on Finance, present recommendations as to State appropriation requests.

(i) **Interfund Transfers** - The Chancellor and Dean is authorized to approve transfers or allocations of College operating funds and transfers of funds designated for capital outlay purposes, subject to any limitations which might be imposed by the terms of said funds, provided:

- 1) That no such transfer or allocation shall result in the establishment of a new policy, program, or project;

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2) That no transfer shall be made from a restricted fund for a purpose other than that for which the restricted fund was established;

3) All transfers and allocations shall be reported to the Board through the Committee on Finance at its next meeting.

**Contract Authority.**

f) **Commitments for Budgeted Expenditures** - The Chancellor and Dean, or his/her designee, is authorized to execute on behalf of the College contracts, agreements, and other documents consistent with the College's *Financial Operations Policy and Procedures Manual*.

k) **Commitments for Expenditures in Advance of Budget** - The Chancellor and Dean is authorized to approve the incurring of commitments and expenditures against the following year's State budget in advance of the effective date thereof. Advance commitments for expenditure for materials, services, and equipment shall not exceed fifty percent of the Governor's budget proposal to the Legislature for such purposes for the ensuing fiscal year.

l) **Commitments to Accept Funds** - Except as otherwise provided in the By-laws and Standing Orders, the Chancellor and Dean is authorized to execute on behalf of the College all contracts and other documents necessary to solicit and accept pledges, gifts, and grants, except that authorization of the Board shall be required for documents which involve or which are:

1) Exceptions to approved College programs and policies; or commitments for more than five (5) years; or obligations on the part of the College to expenditures or costs for which there is no established fund source;

2) Solicitation or acceptance of any restricted pledges, gifts or grants requiring the establishment of a new fund except in instances when the restricted gift or grant is in an amount of \$100,000 or less and is designated for a program already approved by the Board and which does not involve any expenditure on the part of the College; provided, however, that the receipt of such gift or grant shall be reported to the Board at its next scheduled meeting following acceptance of the gift or grant and establishment of a restricted fund. Between Board meetings, in the event an offer of an unsolicited pledge, gift or grant requiring the establishment of a new fund in excess of \$100,000 or which involves a restricted gift, pledge or grant of less than \$100,000 and is designated to a program not already approved by the Board and which involves any expenditure on the part of the

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College, is received, the Chair of the Board in consultation with the General Counsel may grant interim acceptance approval, subject to ratification by the Board.

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3) Affiliation agreements with other institutions involving direct financial obligations or commitments to programs not previously approved;

4) Any gift of real estate, mineral rights, ground leases, partnership interest, encumbered property, or privately held securities;

5) The naming of any College chair, scholarship, endowment, room, building, or other College facility or area. Between Board meetings, in the event an offer of an unsolicited pledge or gift requiring an agreement to name is received, the Chair of the Board in consultation with the General Counsel may grant interim approval, subject to ratification by the Board.

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(m) **Claims** - The Chancellor and Dean is authorized to execute on behalf of the College claims against debtors in bankruptcy, in receivership or in liquidation, and against estates of deceased persons.

#### **Fund Raising.**

(n) **Campaign Authority** - The Chancellor and Dean shall develop, initiate, implement, and approve fund raising campaigns for the benefit of the College, except that the Chancellor and Dean shall submit for review and recommendation by the Committee on Advancement and Communications:

1) any proposal for the initiation of a fundraising campaign with an aggregate goal of \$1,000,000 or more;

2) any proposal for a fundraising campaign for capital acquisition or development;

3) any campaign that would require expenditures in excess of budgeted funds.

(o) **Return Gifts** - The Chancellor and Dean is authorized, after consultation with the General Counsel, to return to the donor all or any unused portion of a gift of personal property, when the purposes of the gift have been fulfilled or when fulfillment has become impossible or impracticable and alternative uses are precluded. Such action shall be reported to the Board.

#### **Reporting.**

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(p) The Chancellor and Dean shall transmit to the Board any resolution which the faculty may address to the Board.

(q) The Chancellor and Dean shall report to the faculty acts of the Board and of Federal and State administrative or legislative bodies which affect the conduct of education and research within the College.

(r) The Chancellor and Dean shall, at the summer meeting of the Board, present for approval a written report to the Board detailing the activities intended for the next fiscal year to further the College's strategic plan.

(s) The Chancellor and Dean shall, at the fall meeting of the Board, report in writing on the state of the College including: the past year's accomplishments, the progress toward achievement of the strategic plan of the College, and any recommended alterations to the plan.

#### Lawsuits

(t) The Chancellor and Dean may, with prior notice to the Chair of the Board, commence lawsuits on behalf of the College; provided that prior notice shall not be necessary in emergency circumstances. Upon receipt of such notice, the Chair of the Board may require the Chancellor and Dean to seek approval from the Executive Committee or the Board before commencing the lawsuit; and in such a case the Chair will promptly call a meeting of the Executive Committee or the Board to consider the lawsuit.

(u) The Board shall approve any settlement of a lawsuit involving the College except where the settlement extinguishes claims made against the College, the College admits no illegal conduct or liability, and the College's financial obligation under the settlement is \$50,000 or less.

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#### **100.5 Duties of the Other Officers of the College.**

All employee Officers of the College, in addition to duties specified in the By-laws, Standing Orders and Resolutions of the Board, shall perform such other duties and shall have such additional powers as the Chancellor and Dean shall prescribe from time to time.

(a) **Chief Financial Officer** - The Chief Financial Officer shall:

- 1) report on the fiscal condition and operations of the College in formats and frequency determined by the Committee on Finance;
- 2) formulate, under the direction of the Chancellor and Dean, the State and non-State budgets of the College and present them to the Board for approval through the Committee on Finance;
- 3) keep the Chancellor and Dean and the Board informed of projected and actual variances from approved College budgets.

(b) **General Counsel** - The General Counsel shall report to the Board on legislation affecting the policies or practices of the College, [College labor relations](#) and on any pending or potential litigation involving the College.

(c) **Secretary** - The Secretary shall maintain all written College Administrative Policies and Procedures approved by the Board including: [Personnel Policies and Procedures](#), [Fiscal Policies and Procedures](#), the Development Policy and Administration Manual, and the [Financial Operations and Procedure Manual](#).

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#### **100.6 Board of Directors Code of Ethics.**

(a) Public Trust. The Board of Directors is responsible for the governance of Hastings College of the Law. In carrying out this public trust, conferred by Education Code §92201 et seq, Board members bring to the task their own varied backgrounds and expertise. [Some of the common obligations and responsibilities of Board members when discharging their responsibilities to the educational objectives of the College include the following:](#)

(b) Board Member's Duties and Obligations.

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(1) Time Commitment. In undertaking the duties of the office, a Board member shall make the necessary commitment of time and diligence to carry out his/her public governance responsibilities.

(2) Conduct. Board members shall conduct the affairs of the Board in a manner exemplifying behavior it expects of other participants in the governance of the College, and at all times in conformance with the College's Conflict of Interest Code.

(3) Use of Authority. Board members shall not use their authority, title or prestige of office to solicit or otherwise obtain a private financial, social or political benefit that in any manner would be inconsistent with the public interest or to secure unwarranted privileges or advantages for themselves or others.

(4) Use and Disclosure of Information. Board members shall not willfully disclose any information that is not generally available to members of the public that they receive or acquire in connection with their official duties, nor shall they use such information for the purpose of securing financial gain for themselves or others with whom they are associated.

(5) Conduct. Board members shall not knowingly act in any way that might reasonably be expected to create an impression or suspicion among the public having knowledge of their acts that they may be engaged in conduct violative of their trust as Board members.

(c) Conflict of Interest.

(1) As "public officials" of the State, Board members must conduct College business consistent with applicable conflict of interest laws. Board members are governed under the Political Reform Act of 1974, as set forth in Government Code §81000 ("Act") and legal principles set forth in Government Code §1090. Conflict of interest comes in many forms and cannot be avoided entirely. Recusal on a particular matter because of a conflict does not reflect adversely on the involved Board member. Rather, it is simply recognition that in a complex and interconnected society, conflicts will occur.

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(2) Each year, Board members must report their economic interests to the Fair Political Practices Commission (“FPPC”), the agency that administers the Act, by filing a Statement of Economic Interest in accordance with the College’s Conflict of Interest Code.

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(3) Board members are prohibited from having a financial interest in any College contract entered into in their official capacity. If a Board member discovers such a conflict of interest at some point in the contract-making process, that Board member shall discontinue his or her involvement in the contract process immediately. The contract-making process includes planning, determining the scope of the contract, drafting plans and specifications, setting contract terms, evaluating applicants and negotiating. Board members may avoid violations of Government Code §1090 by disqualifying themselves from participating in the making of the contract. Any contract made by a Board member in violation of this provision is void and unenforceable. (Government Code §1090)

(4) Board members are prohibited from making, participating in making, or in any way attempting to use their official position to influence Board decisions when their personal financial interests may be affected by those decisions. Board members must disqualify themselves from participating in a Board decision when a financial conflict of interest is present. (Government Code §87100 et seq.)

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(5) All Board members have an obligation to examine any situation in which they believe they have a conflict of interest and take steps to resolve the conflict. Any individual who is concerned that a conflict may exist or seeks to resolve a conflict is encouraged to consult with the College’s General Counsel. Board members who have declared or who have been found to have a conflict of interest shall refrain from participating in consideration of such matters before both committees and the full Board of Directors. Board members with conflicts shall not vote, be present in closed session or be present at the time of consideration or at the time of the vote on the particular matter for which they have a conflict of interest. (Government Code §87105)

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(d) Gifts and Expenses.

(1) Acceptance of Gifts. Board members shall not accept any gift, favor, service, accommodation or other thing of value under circumstances from which it might reasonably be inferred that such gift, service or other thing of value was given or offered for the purpose of influencing them in the discharge of their official duties. This provision does not prohibit the acceptance of an item having “nominal value” or ceremonial gifts received by Board members in their official capacity. “Nominal value” is defined as the gift limit set forth in the Act. Gifts from a single source may not exceed the statutory level set forth in the Act at Government Code §89503.

(2) Reimbursement for Expenses. Board members serve without compensation. However, Board members are entitled to receive [reasonable](#) reimbursement for expenses incurred while representing the College in their official capacity.

(e) [Personal Loans](#). The Board must approve any personal loan to a Senior Administrator or Executive Officer. No personal loans may be made to any member of the Board.

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**STANDING ORDER 101**  
**FACULTY AND OTHER**  
**EMPLOYEES OF THE COLLEGE**

**101.1. Employment Status.**

(a) All appointments to the tenured faculty, including distinguished professors and grants of faculty tenure, and dismissals of tenured members of the faculty, shall be submitted by the Chancellor and Dean to the Board for approval.

(b) Appointments other than under (a) above, promotions, demotions, and dismissals of all other faculty members and employees, except as otherwise provided in the By-laws and these Standing Orders, shall be under the jurisdiction of the Chancellor and Dean, the Chief Financial Officer, the Secretary, and the General Counsel in their respective areas of responsibility. The Chancellor and Dean shall regularly report to the Board appointments of visiting professors, promotions to associate professor, and appointments to the senior management.

(c) No political test shall be considered in the appointment and promotion of any faculty member or employee.

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¶ Compensation.¶

The ranges of compensation for all faculty and staff positions shall be determined by the Board upon recommendation of the Chancellor and Dean and the Committee on Finance, except as provided in Standing Order 100.3. Faculty compensation rates shall be comparable to the rate of compensation for faculty at other law schools of the University of California.¶ Changes in compensation of individual faculty and staff earning in excess of¶ \$100,000 per annum shall be determined by the Chancellor and Dean and reported to the Board through the Committee on Finance, except as provided in Standing Order 100.3(b).

**STANDING ORDER 102**  
**SPECIAL PROVISIONS CONCERNING**  
**OFFICERS, FACULTY**  
**AND EMPLOYEES OF THE COLLEGE**

**102.1** Service Obligations.

(a) No compensation shall be paid to any Officer, faculty member, or other employee of the College unless he or she is actively engaged in the service of the College, in accordance with such regulations as the Chancellor and Dean may establish.

(b) No one in the service of the College shall devote to private purposes any portion of time due to the College, nor shall any outside employment interfere with the performance of College duties.

**102.2** Organization of the Faculty.

(a) The Faculty shall consist of the Chancellor and Dean, the [Provost and Academic Dean](#), the [Associate Dean for Library and Technology](#), Professors, Associate Professors, Assistant Professors, Clinical Professors, Clinical Associate Professors, Clinical Assistant Professors, Visiting Professors, Adjunct Professors, Lecturers, Instructors and Professors Emeriti.

(b) The Faculty shall determine its own membership, and shall organize and choose its own officers and committees in such manner as it may determine.

(c) [The Board recognizes that Faculty participation in the shared governance of the College ensures the quality of instruction, research, and public service at the College and protects academic freedom.](#) The Faculty shall perform such duties as the Board may direct and shall exercise such powers as the Board may confer upon it.

**102.3** Powers and Privileges of the Faculty.

(a) The faculty shall recommend to the Chancellor and Dean all candidates for degrees.

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(b) The faculty shall authorize and supervise all courses and curricula offered under the jurisdiction of the College.

(c) The faculty shall, in consultation with the Chancellor and Dean, develop the educational and research policies and academic plans of the College which shall be presented to the Board by the Chancellor and Dean.

#### **102.4 Sabbatical Leaves.**

Professors, Associate Professors, Assistant Professors and persons of equivalent rank, shall be entitled to the privilege of a sabbatical leave of absence from regularly scheduled duties, subject to available funding, and upon recommendation of the Chancellor and Dean and approval of the Board, after the following prescribed periods of service at the College: (a) After six (6) years of service, one (1) semester leave with full salary or one (1) year's leave at two-thirds (2/3) salary; and (b) after six (6) semesters of service, one (1) semester leave at one-half (1/2) salary.

The College shall follow the University of California Academic Personnel Policies in order to calculate the service credit earned toward a sabbatical leave.

Sabbatical leaves are granted to enable recipients to engage in intensive programs of research and/or study, in order to become more effective teachers and scholars and to enhance their services to the College.

A sabbatical leave of absence shall be granted only after the faculty member's proposed sabbatical activity has been approved by the Provost and Academic Dean, and with the understanding that the recipient, following leave of absence, will continue service at the College for a period at least equal to the period of the leave, unless otherwise specifically approved by the Chancellor and Dean.

#### **102.5 Emeritus/Emerita Title.**

The title Professor Emeritus/Emerita shall be conferred, upon retirement,<sup>1</sup> on every tenured Professor. The title of Clinical Professor Emeritus/Emerita (or whatever other working title was

<sup>1</sup> For these purposes, "retirement" includes regular basic retirement under the UCRP, Lump Sum Cashouts from UCRP, and separation from service while receiving disability income from UCRP. Emeritus/Emerita status will be granted automatically only when the effective date of any of these actions is within 120 days of separation from the College.

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used at the time of retirement) shall be conferred on every long-term contract faculty member with a presumptively renewable seven-year contract at the time of retirement. The title suffix Emeritus/Emerita for positions held at the time of retirement may be conferred, upon retirement, on other faculty members and Officers of the College who meet specific criteria established by the Board, including (a) at least 10 years of College service, and (b) evidence of noteworthy and meritorious contributions to the mission and program of the College. Candidates for Emeritus/Emerita status for employees other than tenured professor and long-term contract faculty described above shall be reviewed by the Chancellor and Dean, with final authority resting with the Board.

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#### 102.6 Severance Compensation.

The principle of severance compensation is approved in the case of premature and compulsory retirement of a faculty member with acquired tenure whose removal from service seems to be in the interest of the College. In such cases, the Chancellor and Dean shall make a recommendation to the Board, after discussing the propriety of severance with the Committee on Educational Policy and with the appropriate committee of the faculty. In establishing the amount of severance compensation, each case shall be dealt with upon its own merits.

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#### 102.7 Death Benefit.

Upon the death of any paid Officer, faculty member, or regular employee of the College who has been employed a minimum of six (6) months, a sum equal to the salary of the deceased for one (1) month will be paid to the person or persons in the first of the following categories in which there is a survivor: spouse or domestic partner; child or children; parent or parents; or siblings. If there is no survivor in any of the foregoing categories, said sum shall be paid to the individual's estate, or if there is no estate, to the individual designated as the beneficiary of the deceased's College-paid life insurance policy. This payment is in addition to any other benefit provided under a pension or retirement plan in effect for the deceased person.

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#### 102.8 Tenure.

All appointments to positions of tenured faculty are continuous in tenure until terminated

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by retirement, demotion, or dismissal. The termination of a continuous tenure appointment, or the termination of the appointment of any other member of the faculty before the expiration of the appointee's contract, shall be only for good cause, after the opportunity for a hearing before the properly constituted advisory committee of the faculty.

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**STANDING ORDER 103**  
**MISCELLANEOUS PROVISIONS**

**103.1** **Matters Relating to Residency**

(a) The residence of each student shall be determined, in part, in accordance with the rules governing residence prescribed by the applicable provisions of the Education Code of the State of California and guidelines adopted by the Board of Directors. Each nonresident student shall pay a nonresident tuition fee for each term of attendance at the College. Nonresident tuition fees shall be paid at the time of registration.

(b) ~~Each new and transfer~~ student shall be classified as a nonresident ~~by default and~~ shall retain that status until that student makes application in the form prescribed by the College for reclassification and, in fact, has been reclassified.

(c) A student classified as a nonresident by the Residency Officer may appeal that adverse decision, in writing, to the General Counsel by no later than the tenth (10th) business day following the date of notification of classification as a nonresident. ~~The~~ General Counsel shall rule on the appeal in writing.

An adverse decision of the General Counsel may be appealed, in writing, to ~~the Chancellor and Dean or designee~~. The appeal must be filed with the Office of the General Counsel no later than the tenth (10th) business day following the adverse decision of the General Counsel. The ~~Chancellor and Dean or designee~~ shall base its decision solely on the student's residency records, the adverse decision of the General Counsel, the two appeal petitions, and applicable laws and regulations. ~~His or her~~ decision shall be final. The collection of the nonresident tuition will be stayed until a final written decision of the ~~Chancellor and Dean or designee~~ is rendered.

(d) A student classified as a resident shall be classified as a nonresident whenever there are found to exist circumstances which would have caused that student to be classified as a nonresident. If the cause of incorrect classification is due to any concealment of facts or untruthful statements, the student shall be required to pay all tuition fees which would have been charged but for such erroneous classification, and shall be subject also to appropriate College discipline.

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(c) The General Counsel of the College shall implement this Standing Order by promulgating regulations in accordance herewith.

### **103.2. Diplomas.**

(a) In accordance with California Education Code Section 92203, the University of California shall grant and issue diplomas to the students of the College subject to the following requirements:

- 1) The form for all diplomas issued by the University of California, including diplomas issued by Hastings College of the Law, shall be prescribed by the President, after consultation with the Academic Senate of the University;
- 2) All diplomas issued by the University of California for Hastings College of the Law shall bear the signatures or facsimile signatures of the President of the University of California, and of the Chancellor and Dean of the College.

(b) With the approval of the Chancellor and Dean, a duplicate of a diploma may be issued in the case of the loss or destruction of the original, or in the case of a request for a duplicate on the part of a graduate whose name has been legally changed.

### **103.3 Public Comment at Meetings.**

When public comment is invited at meetings of the Board and its Committees and Subcommittees, the following provisions will apply:

- (a) Each speaker shall be limited to three minutes, except that the Chair may waive this limit in his or her discretion.
- (b) The Chair may limit the amount of time in total that will be allowed for public comment on any particular issue.

### **103.4 Board of Directors Emeritus/Emerita Status**

The title Director Emeritus/Emerita shall be conferred upon former Directors who serve the full twelve (12) year term as Directors of the College; and on such other former Directors upon approval by majority vote of the current Directors. The Board may deny or remove from a former

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[Director the title Director Emeritus/Emerita by majority vote.](#)

**STANDING ORDER 104**  
**RETIREMENT PLAN**

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**104.1. University of California Retirement Plan.**

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Pursuant to agreement with The Regents of the University of California and the Governing Board of the University of California Retirement Plan, all regular employees of the College are included in the University of California Retirement Plan.

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**STANDING ORDER 105**  
**CHANGES IN THE STANDING ORDERS OF THE BOARD**

**105.1. Repeal and Amendment of the Standing Orders.**

No Standing Order shall be adopted, repealed, or amended, except by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, and unless at a Regular Meeting of the Board held prior to the meeting at which a Standing Order is proposed to be adopted, repealed, or amended, a notice of intention to propose such Standing Order, or repeal, or amendment thereof, shall have been brought before the Board.

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